

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WALTON WYCHE H</u> _____ (Last) (First) (Middle) <u>C/O NEW MAINSTREAM CAPITAL</u> <u>300 CRESCENT COURT, SUITE 1700</u> _____ (Street) <u>DALLAS TX 75201</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [AHS</u> _____]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) _____		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,426,149 ⁽⁵⁾	I	See footnote ⁽⁵⁾
Common Stock	04/12/2011		M ⁽⁶⁾		2,071	A	\$8.35	2,071	I	See footnote ⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	04/12/2011		M			2,071 ⁽¹⁾	(1)	(2)	Common Stock	2,071	(3)	0	I	See footnote ⁽⁶⁾
Stock Appreciation Rights	\$4.55							04/12/2011	07/12/2011	Common Stock	5,397 ⁽⁴⁾		5,397	I	See footnote ⁽⁴⁾
Series A Convertible Preferred Stock	(5)							12/15/2010	09/01/2020	Series A Convertible Preferred Stock	556,283.6 ⁽⁵⁾		556,283.6	I	See footnote ⁽⁵⁾

Explanation of Responses:

- The Restricted Stock Units, granted on September 1, 2010 vest in the incremental amount of 33% on the earlier of the first anniversary of the Grant Date or the date of the AMN Healthcare Services, Inc. (the "Company") annual meeting of stockholders the first year following the Grant Date, 34% on the earlier of the second anniversary of the Grant Date or the date of the Company's annual meeting of stockholders the second year following the Grant Date and 33% on the earlier of the third anniversary of the Grant Date or the date of the Company's annual meeting of stockholders the third year following the Grant Date. The Restricted Stock Units settle on the date of the director's termination of service with the Company. The Reporting Person disclaims beneficial ownership of the securities reported herein, by reason of his agreement with Haas Wheat & Partners Incorporated.
- Restricted Stock Units do not have an expiration date.
- The Restricted Stock Units were granted pursuant to the AMN Healthcare Equity Plan. Each Restricted Unit represents a contingent right to receive one share of Common Stock.
- The Stock Appreciation Rights were granted on September 1, 2010 pursuant to the AMN Healthcare Equity Plan and vest 100% on and after the earlier of the Company's 2011 Annual Shareholders Meeting or the first anniversary of the Grant Date. The Reporting Person disclaims beneficial ownership of the securities reported herein, by reason of his agreement with Haas Wheat & Partners Incorporated.
- On July 28, 2010, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which the Company acquired NF Investors, Inc. ("NFI") on September 1, 2010 and HWP Capital Partners II, L.P. ("HWP LP") received 1,426,149 shares of the Company's Common Stock ("Common Stock") and 556,283.6 shares of the Company's Series A Conditional Convertible Preferred Stock ("Series A"), which preferred shares are convertible to Common Stock, excluding an additional 325,046.5 Series A shares which are held for HWP LP's benefit in escrow subject to contractual indemnification obligations. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein, if any.
- Common Stock acquired due to the vesting and settlement of RSUs upon termination of service as Director. The Reporting Person disclaims beneficial ownership of the securities reported herein, by reason of his agreement with Haas Wheat & Partners Incorporated ("HWP Inc.") to assign such stock to HWP Inc.

Wyche H. Walton 04/14/2011
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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